

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 11, 2003

THE TIMKEN COMPANY

(Exact Name of Registrant as Specified in its Charter)

Ohio

(State or Other Jurisdiction of Incorporation)

1-1169

(Commission File Number)

34-0577130

(I.R.S. Employer Identification No.)

1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798

(Address of Principal Executive Offices) (Zip Code)

(330) 438-3000

(Registrant's Telephone Number, Including Area Code)

## Item 9. Regulation FD Disclosure.

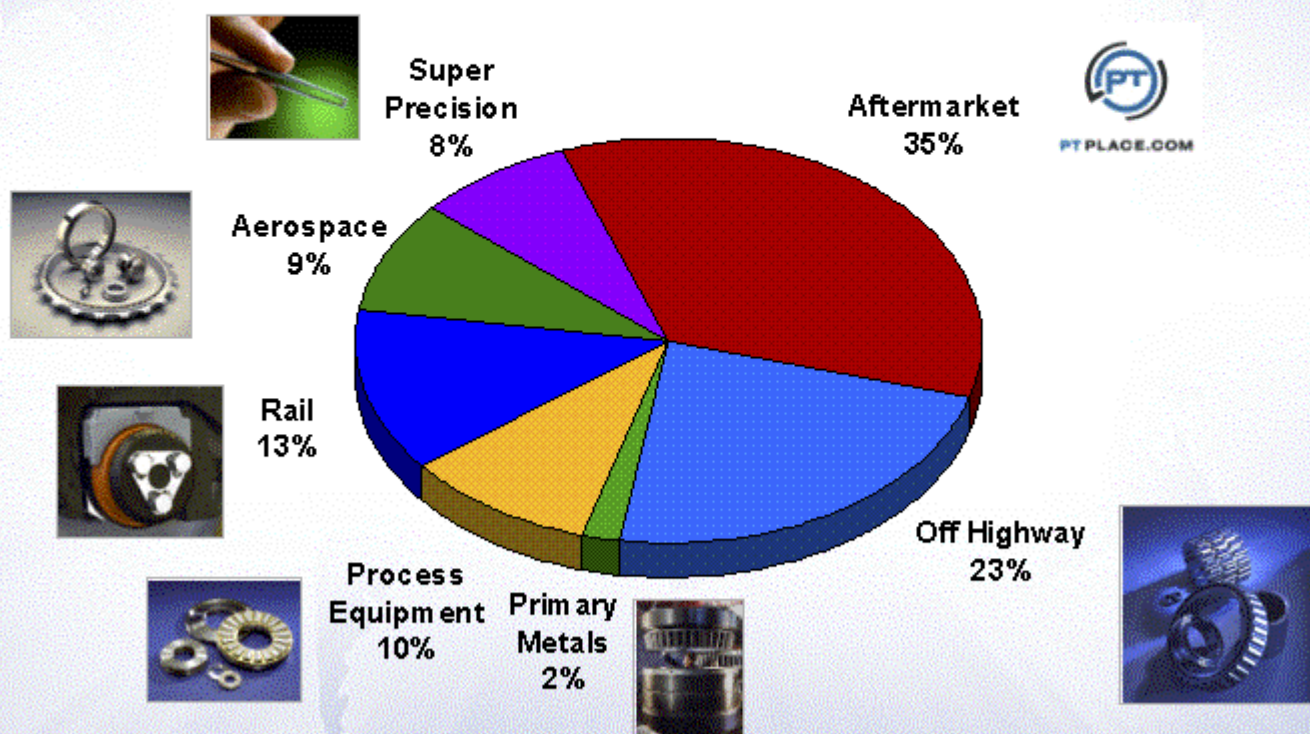
The Timken Company will conduct a slide presentation during the Salomon Smith Barney Industrial Manufacturing Conference on March 11, 2003. The following are excerpts from the presentation materials that will be used during the conference, which excerpts are being made publicly available in this report. This information is not "filed" pursuant to the Securities Exchange Act of 1934 and is not incorporated by reference into any registration statements under the Securities Act of 1933. Additionally, the submission of this report on Form 8-K is not an admission as to the materiality of any information in this report that is required to be disclosed solely by Regulation FD. All of the information in this report is presented as of March 11, 2003, and The Timken Company does not assume any obligation to update such information in the future.

### Safe Harbor

Certain statements in this presentation (including statements regarding the Company's forecasts, beliefs and expectations) that are not historical in nature are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions that actual results may differ materially from those projected or implied in forward-looking statements due to a variety of important factors, including uncertainties in both timing and amount, if any, of actual benefits realized through the integration of Torrington with Timken's operations and the timing and amount of the resources required to achieve those results; risks associated with diversion of management's attention from operations during the integration process; risks associated with the greater level of debt associated with the acquisition; and the impact on operations of general economic conditions, the cyclicity of the Company's business, customer demand and the Company's ability to achieve the benefits of its ongoing programs. These and additional factors are described in greater detail in the Company's Registration Statement and Prospectus Supplement dated February 11, 2003 relating to the offering of the Company's common stock, and in the Company's 2001 Annual Report, page 39, the Annual Report on Form 10-K for the year ended December 31, 2001 and the quarterly reports on Form 10-Q for the periods ended March 31, 2002, June 30, 2002 and September 30, 2002. The Company undertakes no obligation to update or revise any forward-looking statement.

# Timken Industrial Bearings

**Net Sales: \$884 million (a)**



(a) Based on Timken 2002 Sales (Prior to Torrington acquisition).

2 March 2003

**TIMKEN**



# Timken Automotive Bearings

**Net Sales: \$841 million (a)**



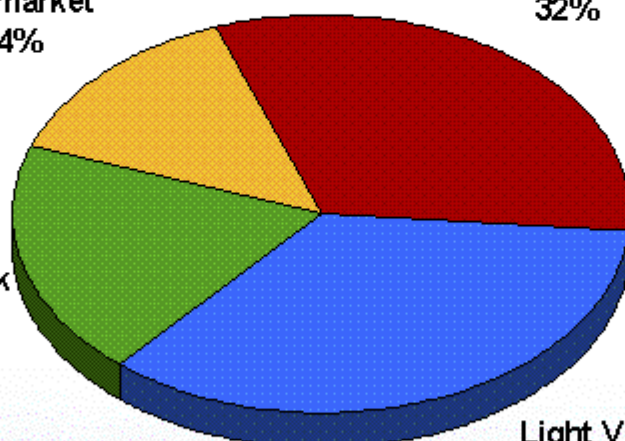
**Aftermarket  
14%**



**Light Vehicle  
Drive Train  
32%**



**Heavy Truck  
& Trailer  
19%**



**Light Vehicle  
Wheels  
35%**



*(a) Based on Timken 2002 Sales (Prior to Torrington acquisition).*

# Torrington Automotive Engineered Solutions

## Transmission



Park Rods



Thrust Bearings



Planet Shafts



Cage & Rollers

## Steering



Support Bearings



Telescopic Intermediate Shaft

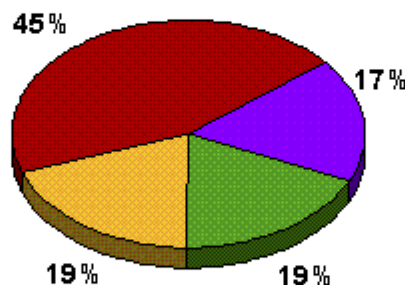


Tilt Shaft



Intermediate Shafts

2002 Net Sales \$672 million



## Chassis & Accessories



Thrust Bearings



Alternator Clutch Pulley



Drawn Shell Bearings



Track Rollers



Connecting Rods

## Engine



Finger Followers



Tappet Bearings

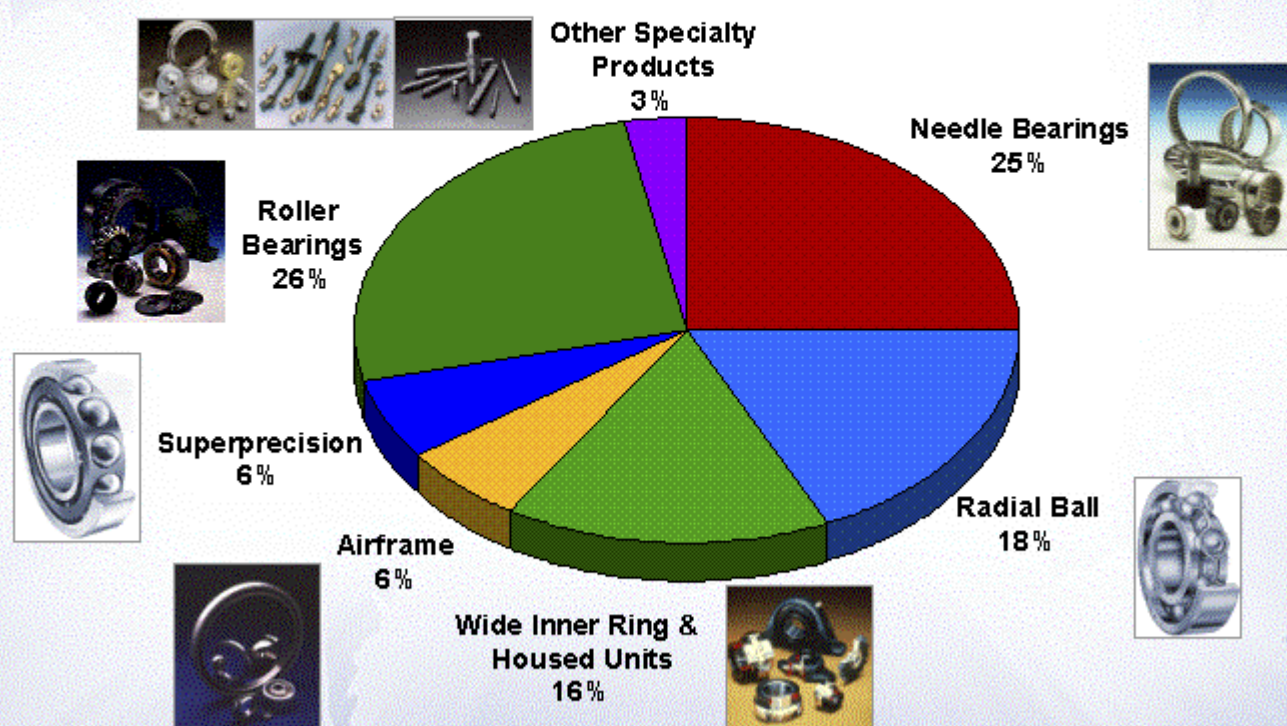


Rocker Arms



# Torrington Industrial Engineered Solutions

2002 Net Sales: \$534 million



# Sources and Uses <sup>(a)</sup>

Based on assumed 12/31/02 combination (\$ in millions)

Sources		Uses	
\$500 Revolver	\$144	Cash to IR	\$700
Senior Unsecured Notes	250	Common Stock Issued to IR	140
Accounts Receivable Facility	125	Refinancing Existing Debt	9
Cash on Hand	50	Fees and Expenses	<u>40</u>
Common Stock Issued to Public	180		
Common Stock Issued to IR	<u>140</u>		
Total	\$889		\$889

(a) Includes underwriters' overallotment option.

## Pro Forma Capitalization (a)

Based on assumed 12/31/02 combination (\$ in millions)

	<u>\$</u>	<u>%</u>
<b>\$500 Revolver</b>	<b>\$144</b>	<b>8%</b>
<b>Senior Unsecured Notes</b>	<b>250</b>	<b>13%</b>
<b>Accounts Receivable Facility</b>	<b>125</b>	<b>7%</b>
<b>Fixed Rate MTNs</b>	<b>292</b>	<b>15%</b>
<b>Long Term Foreign and Other Debt</b>	<b>90</b>	<b>5%</b>
<b>Variable Rate Ohio Bonds</b>	<b>71</b>	<b>4%</b>
<b>Total Debt</b>	<b>\$971</b>	<b>51%</b>
<b>Total Shareholders' Equity</b>	<b>929</b>	<b>49%</b>
<b>Total Capitalization</b>	<b><u>\$1,900</u></b>	<b><u>100%</u></b>

(a) Includes underwriters' overallotment option.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TIMKEN COMPANY

By:    /s/ William R. Burkhart  
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William R. Burkhart  
Senior Vice President and General Counsel

Date: March 11, 2003